



PUBLIC NOTICE

FEDERAL COMMUNICATIONS COMMISSION
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Report No. TEL-02261NS

Friday March 24, 2023

Non Streamlined International Applications/Petitions Accepted For Filing

Section 214 Applications (47 CFR §§ 63.18, 63.24); Section 310(b) Petitions (47 CFR § 1.5000)

Unless otherwise specified, the following procedures apply to the applications listed below:

The applications listed below have been found, upon initial review, to be acceptable for filing. These applications are not subject to the streamlined processing procedures set forth in section 63.12 of the Commission's rules. 47 CFR § 63.12. These applications shall not be deemed granted until the Commission affirmatively acts upon the application, either by public notice or by written order. Operation for which authorization is sought may not commence except in accordance with any terms or conditions imposed by the Commission. Pursuant to section 1.1910(b)(2) of the rules, action will be withheld on any application by any entity found to be delinquent in its debts to the Commission. Applicants should check the Red Light Display System's website at www.fcc.gov/redlight to determine if they are delinquent in a debt to the Commission and for information on how to pay the debt. 47 CFR § 1.1910(b)(2).

Unless otherwise specified, interested parties may file comments with respect to these applications within 28 days of the date of this public notice. We request that such comments refer to the application file number shown below. No application listed below shall be granted by the Commission earlier than the day after the date specified in this public notice for the filing of comments.

Unless otherwise specified, ex parte communications between outside parties and Commission staff concerning these applications are permitted subject to the Commission's rules for "permit-but-disclose proceedings." See 47 CFR § 1.1206.

People with Disabilities: To request materials in accessible formats for people with disabilities (braille, large print, electronic files, audio format), send an e-mail to fcc504@fcc.gov or call the Consumer & Governmental Affairs Bureau at 202-418-0530 (voice), 1-888-835-5322 (tty). All applications listed are subject to further consideration and review, and may be returned and/or dismissed if not found to be in accordance with the Commission's rules, regulations, and other requirements.

Amendment

On March 21, 2023, FiberLight, LLC (FiberLight) and Fiber BidCo LLC (Fiber BidCo) (together, "Petitioners") filed an amendment to their July 5, 2022 petition for a declaratory ruling requesting that the Commission find that it would serve the public interest to permit foreign ownership of FiberLight Holdings II, LLC (FH II), the controlling U.S. parent of FiberLight, to exceed the 25% benchmarks in section 310(b)(4) of the Communications Act of 1934, as amended (the "Act"), 47 U.S.C. § 310(b)(4), pursuant to section 1.5000(a)(1) of the Commission's rules, 47 CFR § 1.5000(a)(1). On August 4, 2022, Petitioners filed a supplement, and on October 6, 2022, Petitioners filed a restated petition for a declaratory ruling (Restated Petition). See ISP-PDR-20220705-00005, Non Streamlined International Applications/Petitions Accepted For Filing, Report No. TEL-02226NS, Public Notice (IB rel. Oct. 21 2022). Petitioners amend the Restated Petition to provide additional ownership information, revise the ownership interests and specific approval request for six foreign entities identified in the Restated Petition, and request specific and advance approval for ten foreign entities not previously disclosed.

Pursuant to section 1.5001(i) of the Commission's rules, the Petitioners request that the Commission specifically approve the indirect foreign equity and/or voting interests that would be held in FH II by the individuals and entities listed below. For ease of reference the list includes the individuals and entities for which specific approval was originally requested in the Restated Petition, identifying the revised ownership interests as appropriate (* indicates an entity that has an updated interest percentage) and the new entities for which specific approval is requested in the Amendment.

Individuals and entities listed in the Restated Petition:

Sunsuper Pooled Superannuation Trust (24.5% equity, deemed 100% voting) (Australia);
 The Morrison & Co Infrastructure Partnership Master Fund SCSp (49.5% equity, 100% voting) (Luxembourg);
 Australian Retirement Trust (36.12% equity, deemed 100% voting) (Australia);
 Australian Retirement Trust Pty Ltd (36.12% equity, deemed 100% voting) (Australia);
 Morrison & Co Infrastructure Partnership GP S.à r.l (0% equity, 100% voting) (Luxembourg);
 Morrison & Co IP Limited (0% equity, 100% voting) (New Zealand);
 H.R.L. Morrison & Co United States Holdings Limited (0% equity, 44.27% voting) (New Zealand);
 H.R.L. Morrison & Co Group Limited Partnership (0% equity, 100% voting) (New Zealand);
 H.R.L. Morrison & Co Group GP Limited (0% equity, 100% voting) (New Zealand);
 Morrison Nominees Limited (0% equity, deemed 100% voting) (New Zealand);
 *ICM FM Limited (0% equity, 23.64% voting [changed from: 25.21% voting]) (Bermuda);
 *ICM Limited (0% equity, 23.64% voting [changed from: 25.21% voting]) (Bermuda);
 The ICM Trust (0% equity, 23.64% voting [changed from: 25.21% voting]) (Bermuda);
 *Somers Isles Private Trust Company Limited (0% equity, 23.64% voting [changed from: 25.21% voting]) (Bermuda);
 Lloyd Morrison Trust (0% equity, 40.26% voting) (New Zealand);
 The Morrison & Co Infrastructure Partnership Australia Feeder Fund (44.27% equity, 44.27% voting) (Australia);
 State Street Australia Limited, as custodian for Australian Retirement Trust (36.12% equity, deemed 100% voting) (Australia);
 Hostplus Pty Ltd, as trustee of the Hostplus Pooled Superannuation Trust (9.95% equity, 9.95% voting) (Australia);
 Government Employees Superannuation Board (9.95% equity, 9.95% voting) (Australia);
 Morrison & Co Infrastructure Partnership Australia Feeder Fund Pty Ltd (0% equity, 44.27% voting) (Australia);
 Morrison & Co Infrastructure Partnership Management Pty Ltd (0% equity, 44.27% voting) (Australia);
 H.R.L. Morrison & Co Australia Holdings Limited (0% equity, 44.27% voting) (New Zealand);
 Alter Domus Management Company S.A. (0% equity, deemed 100% voting) (Luxembourg);
 Andrew James Steward (0% equity, 40.26% voting) (New Zealand);
 Robert William Bentley Morrison (0% equity, deemed 100% voting) (New Zealand);
 Anthony James William Howard (0% equity, 40.26% voting) (New Zealand);
 Paul Newfield (0% equity, deemed 100% voting) (New Zealand);
 *Duncan Saville (0% equity, 23.64% voting [changed from: 25.21% voting]) (United Kingdom);
 *Clearpool Capital Holdings Limited (0% equity, 6.92% voting [changed from: 5.71%]) (British Virgin Islands); and
 Yi Tong ("Anthony") Muh (0% equity, 5.71% voting) (New Zealand).

The Amendment seeks specific approval for the following entities not listed in the Restated Petition:

The Morrison & Co Infrastructure Partnership Feeder Fund SCSp (15% equity, 15% voting) (Luxembourg);
 The Morrison & Co Infrastructure Partnership Flow Through Feeder Fund SCSp (10% equity, 10% voting) (Luxembourg);
 Superannuation Funds Management Corporation of South Australia (15% equity, 15% voting) (Australia);
 Hedged Feeder Fund (11% equity, 11% voting) (Australia);
 Hedged Feeder Fund Trustee (11% equity, 11% voting) (Australia);
 Watchman Trust (0% equity, 7.14% voting) (New Zealand);
 OnePath Funds Management Limited as trustee for the Wholesale Unlisted Infrastructure Trust (5% equity, 5% voting) (Australia);
 MLC Investments Limited as trustee for WM Pool - Fixed Interest Trust No. 15 (8.4% equity, 8.4% voting) (Australia);
 MLC Wealth Limited (8.4% equity, 8.4% voting) (Australia); and
 Insignia Financial Ltd. (13.4% equity, 13.4% voting) (Australia).

Pursuant to section 1.5001(k) of the Commission's rules, 47 CFR § 1.5001(k), the Petitioners request advance approval for the following controlling foreign entities that have indirect ownership interest in FH II to increase their interests in FH II up to and including a controlling 100% voting interest and a 49.99% equity interest:

The Morrison & Co Infrastructure Partnership Master Fund SCSp (49.99% equity, 100% voting) (Luxembourg);
 Morrison & Co Infrastructure Partnership GP S.à r.l (49.99% equity, 100% voting) (Luxembourg);
 Morrison & Co IP Limited Partnership (49.99% equity, 100% voting) (New Zealand);
 H.R.L. Morrison & Co Group Limited Partnership (49.99% equity, 100% voting) (New Zealand); and
 H.R.L. Morrison & Co Group GP Limited (49.99% equity, 100% voting) (New Zealand).

—The Petitioners also request advance approval for the following non-controlling foreign entities and individuals to increase their indirect equity and voting interests in FH II up to a non-controlling 49.99%: —

Sunsuper Pooled Superannuation Trust (49.99% equity and voting) (Australia);
Australian Retirement Trust (49.99% equity and voting) (Australia);
Australian Retirement Trust Pty Ltd (49.99% equity and voting) (Australia);
Morrison Nominees Limited (49.99% equity and voting) (New Zealand);
State Street Australia Limited, as custodian for Australian Retirement Trust (49.99% equity and voting) (Australia);
Alter Domus Management Company S.A. (49.99% equity and voting) (Australia);
Robert William Bentley Morrison (49.99% equity and voting) (Australia);
Paul Newfield (49.99% equity and voting) (Australia);
H.R.L. Morrison & Co United States Holdings Limited (49.99% equity and voting) (New Zealand);
ICM FM Limited (49.99% equity and voting) (Bermuda);
ICM Limited (49.99% equity and voting) (Bermuda);
The ICM Trust (49.99% equity and voting) (Bermuda);
Somers Isles Private Trust Company Limited (49.99% equity and voting) (Bermuda);
Lloyd Morrison Trust (49.99% equity and voting) (New Zealand);
The Morrison & Co Infrastructure Partnership Australia Feeder Fund (49.99% equity and voting) (Australia);
Hostplus Pty Ltd, as trustee of the Hostplus Pooled Superannuation Trust (49.99% equity and voting) (Australia);
Government Employees Superannuation Board (49.99% equity and voting) (Australia);
Morrison & Co Infrastructure Partnership Australia Feeder Fund Pty Ltd (49.99% equity and voting) (Australia);
Morrison & Co Infrastructure Partnership Management Pty Ltd (49.99% equity and voting) (Australia);
H.R.L. Morrison & Co Australia Holdings Limited (49.99% equity and voting) (New Zealand);
Andrew James Steward (49.99% equity and voting) (New Zealand);
Anthony James William Howard (49.99% equity and voting) (New Zealand);
Duncan Saville (49.99% equity and voting) (United Kingdom);
Clearpool Capital Holdings Limited (49.99% equity and voting) (British Virgin Islands);
Yi Tong ("Anthony") Muh (49.99% equity and voting) (New Zealand);
The Morrison & Co Infrastructure Partnership Feeder Fund SCSp (49.99% equity and voting) (Luxembourg);
The Morrison & Co Infrastructure Partnership Flow Through Feeder Fund SCSp (49.99% equity and voting) (Luxembourg);
Superannuation Funds Management Corporation of South Australia (49.99% equity and voting) (Australia);
Hedged Feeder Fund (49.99% equity and voting) (Australia);
Hedged Feeder Fund Trustee (49.99% equity and voting) (Australia);
Watchman Trust (49.99% equity and voting) (New Zealand); OnePath Funds Management Limited as trustee for the Wholesale Unlisted Infrastructure Trust (49.99% equity and voting) (Australia);
MLC Investments Limited as trustee for WM Pool - Fixed Interest Trust No. 15 (49.99% equity and voting) (Australia);
MLC Wealth Limited (49.99% equity and voting) (Australia); and
Insignia Financial Ltd. (49.99% equity and voting) (Australia).

Uninsulated individuals and entities that hold minority equity and voting interests in FH II with a deemed 100% voting interest in FH II in accordance with section 1.5002(b)(iii)(A) of the Commission's rules will continue to be deemed to hold a 100% voting interest in FH II. 47 CFR 1.5002(b)(iii)(A). A finding that an entity or individual is "deemed" to have a 100% voting interest for purposes of determining compliance with section 310(b)(4) of the Act and section 1.5000(a)(1) et seq. of the Commission's rules does not indicate that the interest constitutes de jure control for purposes of compliance with section 310(d) of the Act.

Petitioners assert that the public interest would be served by granting the Restated Petition as amended.

Pursuant to Commission practice, the Restated Petition and the associated domestic and international applications for transfer of control of section 214 authority (WC Docket No. 22-256; ITC-T/C-20220705-00080) were referred to the relevant Executive Branch agencies for their views on any national security, law enforcement, foreign policy or trade policy concerns related to the foreign ownership of the Applicants. See Process Reform for Executive Branch Review of Certain FCC Applications and Petitions Involving Foreign Ownership, IB Docket 16-155, Report and Order, 35 FCC 10927 (2020). On March 21, 2023, the National Telecommunications and Information Administration, on behalf of the Committee for the Assessment of Foreign Participation in the United States Telecommunications Services Sector (Committee), filed a letter stating that the Committee has reviewed the Restated Petition and has no recommendation at this time to the Commission and no objection to the Commission granting the ruling. The Petitioners state that they provided the Committee with information about the revised ownership interests and the newly disclosable entities in advance such that the Committee was aware of this information when it issued its recommendation. Since the Committee was aware of the information contained in the Amendment when it made its recommendation regarding the Restated Petition and the associated applications, we are not formally referring the Amendment to the Executive Branch agencies. While we are not formally referring this application, we will provide a courtesy copy of this Public Notice to the Executive Branch agencies. See id. at 10939, para 30, n. 81.

Interested parties may file comments on or before April 7, 2023, and reply comments on or before April 14, 2023.

Amendment

On March 21, 2023, Fiber BidCo LLC (Fiber BidCo), Thermo Acquisitions, Inc. (Thermo) and FiberLight, LLC (FiberLight) (together, "Applicants") filed an amendment to their July 5, 2022 application to transfer control of Fiberlight from Thermo to Fiber BidCo. See ITC-T/C-20220705-00080, Non Streamlined International Applications/Petitions Accepted For Filing, Report No. TEL-02226NS, Public Notice (IB rel. Oct. 21 2022).

Applicants amend the Application to provide additional ownership information, including seven entities that were not previously disclosed that may now have a 10% or greater indirect equity interest in Fiber Bidco and Fiberlight upon consummation of the transaction:

The Morrison & Co Infrastructure Partnership Feeder Fund SCSp, a Luxembourg entity (between 5.23-15% equity);
The Morrison & Co Infrastructure Partnership Flow Through Feeder (US) LLC, a Delaware entity (between 3.63-10% equity);
The Morrison & Co Infrastructure Partnership Flow Through Feeder Fund SCSp a Luxembourg entity (between 3.63-10% equity);
Superannuation Funds Management Corporation of South Australia, an Australian entity (between 4.7-15% equity);
Hedged Feeder Fund, an Australian entity (up to 11% equity);
Hedged Feeder Fund Trustee, an Australian entity (up to 11% equity); and
Insignia Financial Ltd., an Australian entity (up to 13.4% equity).

Pursuant to Commission practice, the Application and the associated domestic application and section 310(b) petition for declaratory ruling (WC Docket No. 22-256; ISP-PDR-20220705-00005) were referred to the relevant Executive Branch agencies for their views on any national security, law enforcement, foreign policy or trade policy concerns related to the foreign ownership of the Applicants. See Process Reform for Executive Branch Review of Certain FCC Applications and Petitions Involving Foreign Ownership, IB Docket 16-155, Report and Order, 35 FCC 10927 (2020). On March 21, 2023, the National Telecommunications and Information Administration, on behalf of the Committee for the Assessment of Foreign Participation in the United States Telecommunications Services Sector (Committee), filed a letter stating that the Committee has reviewed the Application and has no recommendation at this time to the Commission and no objection to the Commission granting the Application. The Applicants state that they provided the Committee with information about the revised ownership interests and the newly disclosable entities in advance such that the Committee was aware of this information when it issued its recommendation. Since the Committee was aware of the information contained in the Amendment when it made its recommendation regarding the Application the associated domestic application and section 310(b) petition for declaratory ruling, we are not formally referring the Amendment to the Executive Branch agencies. While we are not formally referring the Amendment, we will provide a courtesy copy of this Public Notice to the Executive Branch agencies. See id. at 10939, para 30, n. 81.

Interested parties may file comments on or before April 7, 2023, and reply comments on or before April 14, 2023.

REMINDER:

Applicants must certify that neither the applicant nor any party to the application is subject to a denial of federal benefits by federal and/or state courts under authority granted in 21 U.S.C. § 862. See 47 CFR §§ 1.2001-2003.